

RHODE ISLAND COMMERCE CORPORATION
MEETING OF DIRECTORS
PUBLIC SESSION
APRIL 21, 2014

The Board of Directors of the Rhode Island Commerce Corporation (the “Corporation”) met on Monday, April 21, 2014, in Public Session, beginning at 5:00 p.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, RI 02908, pursuant to the notice of meeting to all Directors, and the public notice of meeting, a copy of which is attached hereto as Exhibit A, as required by the By-Laws of the Corporation and applicable to Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Governor Lincoln D. Chafee, Mr. Jerauld Adams, Ms. Maeve Donohue, Mr. Roland Fiore, Ms. Shannon Brawley, Mr. Karl Wadensten, Ms. Judith Diaz, Mr. Tim Hebert, Mr. Stanley Weiss, Mr. Jason Kelly, Ms. Elizabeth Francis, and Mr. George Nee.

Directors absent were: Dr. Nancy Carriuolo.

Also present were: Marcel Valois and Thomas Carlotto.

1. CALL TO ORDER AND OPENING REMARKS

Governor Chafee called the meeting to order at 5:07 p.m. indicating

that a quorum was present. Governor Chafee noted that recently released employment numbers indicated that Rhode Island unemployment was down to 8.7%, the lowest rate of unemployment in the State since September of 2008.

2. TO CONSIDER FOR APPROVAL THE PUBLIC AND EXECUTIVE SESSION MINUTES FOR THE MEETING HELD ON MARCH 24, 2014

Upon motion duly made by Mr. Nee and seconded by Mr. Weiss, the following vote was adopted:

VOTED: To approve the Public and Executive Session Minutes of the meeting of March 24, 2014, as submitted to the Board of Directors.

Voting in favor of the foregoing were: Mr. Jerauld Adams, Ms. Maeve Donohue, Mr. Roland Fiore, Ms. Shannon Brawley, Mr. Karl Wadensten, Ms. Judith Diaz, Mr. Tim Hebert, Mr. Stanley Weiss, Mr. Jason Kelly, Ms. Elizabeth Francis, and Mr. George Nee.

Voting against the foregoing were: None.

3. EXECUTIVE DIRECTOR'S REPORT

Governor Chafee introduced Marcel Valois to discuss the Executive Director's Report. See Exhibit B. Mr. Valois stated that a detailed

report was available in the Board Members' packages for review and that he would briefly discuss the Executive Climate Change Council (the "Council"). Mr. Valois noted that he sits on the Council and further stated that the Council addresses how climate change effect economic development for the businesses of Rhode Island. He also mentioned that the Council would look at opportunities that climate change may present to the State of Rhode Island. Ms. Brawley added that she also sits on the Council and discussed how the Council intends on addressing climate change and its effect on the local economy.

4. TO RECEIVE A STATUS UPDATE FROM THE QUONSET DEVELOPMENT CORPORATION

Governor Chafee introduced Steve King to give a presentation regarding the status of the Quonset Development Corporation ("QDC"). See Exhibit C. Mr. King introduced himself and thanked the Board for the opportunity to provide them with an update regarding QDC. Mr. King indicated that there were more than 175 Rhode Island companies operating from QDC, providing over 9,500 full- and part-time jobs. He added that the Port of Davisville at QDC is now a top 10 auto importer in North America. Mr. King continued his discussion with regard to Greencore and noted that the company executed a 50 year lease with QDC, and will break ground on construction of a 107,000 square foot facility in May 2014. In addition, Mr. King indicated that the first Honda vehicles began arriving in the

Port of Davisville at QDC in March 2014, and that QDC expects 18,000 Hondas to be imported through the Port this year, with increased numbers in the future. Mr. King next discussed the opening of Bank Newport in the QDC Gateway District, noting that it is the first bank on QDC property since 1991. In conclusion, he added that QDC's Chief Financial Officer, Kevin Barry, was named as the Quasi-Government CFO of the year.

Mr. Nee inquired with regard to any update concerning increased RIPTA transportation into the business park. Mr. King noted that QDC has begun discussions with RIPTA regarding increased service, but noted that changes will not be immediate. Mr. Valois then indicated that QDC is a green energy leader, noting that it has the largest solar-power array in New England. Mr. King added that QDC converted all of its lighting, both indoor and outdoor, to LED bulbs to take advantage of its efficiency. Governor Chafee noted that Greencore's relocation at QDC was due, in part, to its site readiness. Mr. King then moved on and thanked Governor Chafee and the Rhode Island Legislature for passing legislation to fix the sea wall on Zarbo Avenue in the QDC Port. He added that QDC was also approved for an \$800,000.00 federal grant to effectuate upgrades at the Port of Davisville. Mr. Wadensten then inquired whether the upgrade to LED lighting at QDC was paid for by QDC, to which Mr. King indicated that 30% of the cost of the project was rebated by National Grid, and that QDC bore the remaining cost, however, the cost borne by QDC is projected to be recovered through energy cost savings within two (2)

years. Mr. Valois then complimented Mr. King for his work with QDC and QDC's readiness to move forward with projects as fast as client needs. Governor Chafee thanked Mr. King for his presentation to the Board of Directors.

5. TO RECEIVE A PRESENTATION REGARDING ECONOMIC DEVELOPMENT STRATEGY

Governor Chafee called on Rich Overmoyer of Fourth Economy to give the Board of Directors a presentation with regard to Economic Development Strategy. See Exhibit D. Mr. Valois introduced Mr. Overmoyer and indicated to the Board of Directors that a full presentation would be forthcoming with respect to the work completed by Fourth Economy. Mr. Overmoyer indicated that the Fourth Economy consulting team has assembled all of the recommendations received and that they have been collaborating with the RhodeMap team to refine and finalize its report. He continued that the key principles to focus on are job creation and retention and attracting capital from outside the State of Rhode Island. Mr. Overmoyer noted that the strategies to economic development in Rhode Island are to: (i) develop a robust business ecosystem; (ii) develop an innovation ecosystem to support emerging opportunities and established industries; (iii) lead a manufacturing renaissance; (iv) develop talent and skills for the new economy; (v) support a resilient economy; and (vi) grow Rhode Island's brand. He then discussed in detail the specifics of how each of the foregoing

strategy points could be effectuated and achieved in Rhode Island. Mr. Overmoyer noted that there are also three system issues and opportunities in Rhode Island, specifically with regard to (i) healthcare reform, (ii) energy reliability, affordability and sustainability, and (iii) climate change. Mr. Overmoyer concluded his discussion by discussing the process going forward, and how Fourth Economy will proceed and ultimately give a final presentation and formal report to the Corporation's Board of Directors.

6. TO RECEIVE A PRESENTATION FROM THE NEW ENGLAND CLEAN ENERGY COUNCIL FOR RHODE ISLAND

Governor Chafee called on Alexandra Adler and Peter Rothstein from the New England Clean Energy Council ("NECEC") to give a presentation to the Board of Directors. See Exhibit E. Ms. Morini introduced Ms. Adler and Mr. Rothstein to the Board of Directors and expressed her excitement for their presentation regarding the NECEC. Mr. Rothstein thanked the Governor and the Board of Directors for the opportunity to present to the with regard to the NECEC. He indicated that the NECEC is a regional business association representing investors and clean energy companies throughout New England and supporting entrepreneurs throughout Northeast. He then discussed Clean Tech Open Northeast ("CTON"). Mr. Rothstein noted that CTON is Northeast Division of the world's oldest and largest cleantech start-up accelerator program, providing mentorship and entrepreneurship through annual competition. He

noted that NECEC and CTON have teamed up with National Grid on the Cleantech Navigate Northeast Program ("CNN Program"). Mr. Rothstein then turned the presentation over to Ms. Adler. Ms. Adler noted that all entrepreneurs need money, a good product, a market and people to survive and thrive as their companies develop. She continued that fortunately for clean energy entrepreneurs in New England, the Northeast is a region with a plethora of intelligent people with valuable resources that entrepreneurs can leverage to accelerate their companies successful development and growth. Ms. Adler noted that the purpose of the CNN Program is to create a tailored year-round connection to a powerful regional resource network of entrepreneurs and their supporters. She then added that the CNN Program is comprised of three (3) components: (i) events, (ii) a digital knowledgebase, and (iii) a connector service. Ms. Adler added that for Rhode Island, the CNN Program will provide homegrown entrepreneurs with access to a network of investors, partners, customers and talent. She also added that the CNN Program will also be able to showcase local assets to the regional cleantech innovation & entrepreneurship community. Ms. Morini added that the CNN Program is a great compliment to the Renewable Energy Fund early state commercialization program and the entities receiving funding through the same.

Following the presentation, the Board Members participated in a discussion regarding the potential impact of the CNN Program, potential partnerships and outlook for implementing the CNN

Program in Rhode Island.

7. TO CONSIDER FOR APPROVAL THE FOLLOWING RENEWABLE ENERGY FUND MATTERS

- a. A grant to Newport Solar in the amount of \$73,612.50;**
- b. A grant to Real Goods Solar in the amount of \$64,884.00;**
- c. A grant to Sol Power, LLC in the amount of \$16,075.00; and**
- d. A grant to Entech Engineering, Inc. in the amount of \$19,137.00.**

Governor Chafee called on Hannah Morini for a presentation on the Renewable Energy Fund (“REF”). See Exhibit F. Ms. Morini noted that the matters presented for approval represent the first round of Small Scale Solar Funding applications for 2014. She then briefly discussed the changes to the Small Scale Solar Funding program for 2014. She noted that the REF received four applications for the first round of applications, representing 30 projects spread throughout various areas of the State of Rhode Island. Ms. Morini then provided a brief summary of each of the proposed projects to receive funding in the first round of Small Scale Solar Funding for 2014. Finally, she responded to various inquiries from the Board of Directors regarding the specifics of the projects and the specifics of the Small Scale Solar Funding program.

Upon motion duly made by Mr. Weiss and seconded by Ms. Brawley, the following vote was adopted:

VOTED: To approve the Renewable Energy Fund matters, pursuant to the Resolution submitted to the Board of Directors.

Voting in favor of the foregoing were: Mr. Jerauld Adams, Ms. Maeve Donohue, Mr. Roland Fiore, Ms. Shannon Brawley, Mr. Karl Wadensten, Ms. Judith Diaz, Mr. Tim Hebert, Mr. Stanley Weiss, Mr. Jason Kelly, Ms. Elizabeth Francis, and Mr. George Nee.

Voting against the foregoing were: None.

A copy of the Resolution is attached hereto as Exhibit G.

8. TO CONSIDER FOR APPROVAL THE APPOINTMENT OF A NEW BOARD MEMBER TO THE SMALL BUSINESS LOAN FUND CORPORATION

Governor Chafee called on Mr. Valois to give the Board of Directors a presentation with regard to the appointment of a new board member to the Small Business Loan Fund Corporation (“SBLFC”). Mr. Valois noted that the SBLFC is a subsidiary of the Corporation and its board members are appointed by the Corporation’s Board of Directors. Mr. Valois noted that the Corporation recommends the appointment of Antonieta Falconi to the Board of the SBLFC. He added that a copy of Ms. Falconi’s resume has been provided to all Board Members for review.

Upon motion duly made by Ms. Donohue and seconded by Ms. Brawley, the following vote was adopted:

VOTED: To approve the appointment of Antonieta Falconi to the Board of Directors of the Small Business Loan Fund Corporation.

Voting in favor of the foregoing were: Mr. Jerauld Adams, Ms. Maeve Donohue, Mr. Roland Fiore, Ms. Shannon Brawley, Mr. Karl Wadensten, Ms. Judith Diaz, Mr. Tim Hebert, Mr. Stanley Weiss, Mr. Jason Kelly, Ms. Elizabeth Francis, and Mr. George Nee.

Voting against the foregoing were: None.

9. TO CONSIDER FOR APPROVAL APPOINTMENTS TO THE ACCESS TO CAPITAL SUBCOMMITTEE

Mr. Valois then continued on to give the Board of Directors a presentation with regard to appointments to the Access to Capital Subcommittee (the “Subcommittee”). Mr. Valois asked that Mr. Carlotto discuss the necessity for the Subcommittee to be comprised of members who are not also members of the Corporation’s Board of Directors. Mr. Carlotto noted that the recent legislative amendments to the Corporation’s governing statute included a requirement for the formation of a capital subcommittee and that said subcommittee include two independent members. He added that the legislative

amendments also require the Subcommittee to review and approve any loan, loan guaranty or financial commitment of the Corporation, which would include all bond transactions. Mr. Valois noted that the Corporation recommends the appointment of Bob Mancini and Paulette Hamilton to Subcommittee. He added that Mr. Mancini is the Executive Director of the Rhode Island Society of Certified Public Accounts and that Ms. Hamilton is the Town Manager for the Town of North Smithfield.

Upon motion duly made by Mr. Adams and seconded by Mr. Wadensten, the following vote was adopted:

VOTED: To approve the appointment of Bob Mancini and Paulette Hamilton to the Access to Capital Subcommittee.

Voting in favor of the foregoing were: Mr. Jerauld Adams, Ms. Maeve Donohue, Mr. Roland Fiore, Ms. Shannon Brawley, Mr. Karl Wadensten, Ms. Judith Diaz, Mr. Tim Hebert, Mr. Stanley Weiss, Mr. Jason Kelly, Ms. Elizabeth Francis, and Mr. George Nee.

Voting against the foregoing were: None.

Vote to Adjourn.

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 6:22 p.m., upon motion made by Mr. Wadensten and seconded by Ms. Brawley.

Thomas Carlotto, Secretary